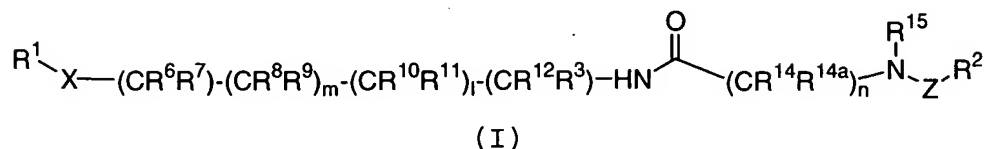


AMENDMENTS TO THE CLAIMS

1. (CURRENTLY AMENDED) A compound of Formula (I)



5 or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

10

X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

R¹ is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁴;

15

R² is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁵;

20

R³ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and
a (CRR)_r-5-10 membered heterocyclic system
25 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

with the proviso that R³ is not H if R⁶ is H;

30

R^{3a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl

AMENDMENTS TO THE CLAIMS

substituted with 0-3 R^{3e} , C_{3-8} alkenyl substituted
with 0-3 R^{3e} , C_{3-8} alkynyl substituted with 0-3
 R^{3e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_rC_{3-10}$
carbocyclic residue substituted with 0-5 R^{3e} , and
5 a $(CH_2)_r$ -5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e} ;

R^{3b} , at each occurrence, is independently selected from
10 C_{1-6} alkyl substituted with 0-3 R^{3e} , C_{2-8} alkenyl
substituted with 0-3 R^{3e} , C_{2-8} alkynyl substituted
with 0-3 R^{3e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue
substituted with 0-2 R^{3e} , and a $(CH_2)_r$ -5-6
membered heterocyclic system containing 1-4
15 heteroatoms selected from N, O, and S, substituted
with 0-3 R^{3e} ;

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$,
 $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

20 R^{3d} , at each occurrence, is independently selected from
H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3
 R^{3e} , C_{3-6} alkenyl substituted with 0-3 R^{3e} , C_{3-6}
alkynyl substituted with 0-3 R^{3e} , a C_{3-10}
25 carbocyclic residue substituted with 0-3 R^{3e} , and
a $(CH_2)_r$ -5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e} ;

AMENDMENTS TO THE CLAIMS

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl,
 C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,
 Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH,
 SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and
 5 (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆
 alkyl, and C₃₋₆ cycloalkyl;

10 R, at each occurrence, is independently selected from
 H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl,
 (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and
 (CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with
 R^{3e};

15

R⁴, at each occurrence, is selected from C₁₋₈ alkyl,
 C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
 Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
 (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H,
 20 (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH,
 (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
 (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b},
 (CR'R')_rC(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)(CR'R')_rR^{4b},
 (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
 25 (CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d},
 (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a},
 (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b},
 (CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{6f}S(O)₂NR^{6a}R^{6a},
 30 (CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈
 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl

AMENDMENTS TO THE CLAIMS

substituted with 0-3 R', and (CR'R')_rphenyl
substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join
5 to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
10 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
15 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
20 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted
with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
R^{4e};

25
R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
30 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4

AMENDMENTS TO THE CLAIMS

heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

15

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, (CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

30

AMENDMENTS TO THE CLAIMS

alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

5 R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
10 with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

15 R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6
20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from
25 C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system
30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

AMENDMENTS TO THE CLAIMS

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and
5 (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

10 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};
15

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};
20
25

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};
30

AMENDMENTS TO THE CLAIMS

- R^{6a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-8} alkenyl substituted with 0-3 R^{6e} , C_{3-8} alkynyl substituted with 0-3 R^{6e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
5 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{6e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- 10 R^{6b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e} , C_{2-8} alkenyl substituted with 0-3 R^{6e} , C_{2-8} alkynyl substituted with 0-3 R^{6e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{6e} , and a $(CH_2)_r-5-6$
15 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- R^{6d} , at each occurrence, is independently selected from
20 H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-6} alkenyl substituted with 0-3 R^{6e} , C_{3-6} alkynyl substituted with 0-3 R^{6e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_r-5-6$ membered heterocyclic system
25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- R^{6e} , at each occurrence, is independently selected from
30 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,

AMENDMENTS TO THE CLAIMS

(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

5 R^{6f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d},
(CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a},
(CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d},
10 (CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{6e};

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d},
15 (CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a},
(CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d},
(CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{7e}, and
a (CRR)_r-5-10 membered heterocyclic system
20 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e},
25 C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl
substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic

AMENDMENTS TO THE CLAIMS

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

AMENDMENTS TO THE CLAIMS

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d},

(CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a},

(CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d},

5 (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀

carbocyclic residue substituted with 0-5 R^{8e}, and

a (CRR)_r-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and

S, substituted with 0-3 R^{8e};

10

alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl

substituted with 0-2 R^{8g}, a 5-6 ~~membered~~ membered

ring lactam substituted with 0-2 R^{8g}, or a 5-6

membered ring lactone substituted with 0-2 R^{8g};

15

R^{8a}, at each occurrence, is independently selected from

H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e},

C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl

substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a

20 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with

0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N,

O, and S, substituted with 0-3 R^{8e};

25 R^{8b}, at each occurrence, is independently selected from

C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl

substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted

with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue

substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6

AMENDMENTS TO THE CLAIMS

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5 R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and
 10 a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from
 15 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

20 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
 25 (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
 30

AMENDMENTS TO THE CLAIMS

(CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
(CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
(CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{9e}, and
5 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from
10 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e},
C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl
substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic
15 system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl
20 substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted
with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
25 with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆
30 alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀

AMENDMENTS TO THE CLAIMS

carbocyclic residue substituted with 0-3 R^{9e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9e};

5

R^{9e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋
10 5 alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

15 R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d},
(CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a},
(CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
(CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀
20 carbocyclic residue substituted with 0-5 R^{10e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e};

25 alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆
cycloalkyl substituted with 0-2 R^{10g}, a 5-6
membered ring lactam substituted with 0-2 R^{10g}, or
a 5-6 membered ring lactone substituted with 0-2
R^{10g};

30

AMENDMENTS TO THE CLAIMS

R^{10a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆ alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆

AMENDMENTS TO THE CLAIMS

cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and
(CH₂)_rphenyl;

5

R^{10f}, at each occurrence, is independently selected
from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d},
10 (CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a},
(CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},
(CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-
C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e};

15

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
(CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
20 (CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{11e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

25

R^{11a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈
alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆

AMENDMENTS TO THE CLAIMS

cycloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e} , C_{2-8} alkenyl substituted with 0-3 R^{11e} , C_{2-8} alkynyl substituted with 0-3 R^{11e} , a $(\text{CH}_2)_r\text{-C}_{3-6}$ carbocyclic residue substituted with 0-2 R^{11e} , and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11d} , at each occurrence, is independently selected from H, methyl, $-\text{CF}_3$, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-6} alkenyl substituted with 0-3 R^{11e} , C_{3-6} alkynyl substituted with 0-3 R^{11e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e} , and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, $-\text{O}-\text{C}_{1-6}$ alkyl, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$, and $(\text{CH}_2)_r\text{phenyl}$;

AMENDMENTS TO THE CLAIMS

R^{11f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

5 alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
 (CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
 (CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
 (CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{12e}, and
10 a (CRR)_r-5-10 membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected

15 from H, methyl, C₂₋₆ alkyl substituted with 0-3
 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈
 alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆
 cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
 substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10
20 membered heterocyclic system containing 1-4
 heteroatoms selected from N, O, and S, substituted
 with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected

25 from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈
 alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl
 substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆
 carbocyclic residue substituted with 0-2 R^{12e}, and
 a (CH₂)_r-5-6 membered heterocyclic system

AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

~~R¹⁴ and R^{14a} are independently selected from H, and C₁₋₄ alkyl substituted with 0-1 R^{14b},~~

~~alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆ cycloalkyl,~~

~~R^{14b}, at each occurrence, is independently selected from OH, SH, NR^{14e}R^{14e}, C(O)NR^{14e}R^{14e}, NHC(O)R^{14e} and phenyl,~~

AMENDMENTS TO THE CLAIMS

~~R^{14a} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;~~

~~R¹⁵ is selected from H, C₁₋₄ alkyl, and C₃₋₆ cycloalkyl;~~

5

R¹⁵ is H;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3
R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3

10 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
-C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

15 R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

~~n is selected from 1 and 2;~~

20

l is selected from 0 and 1;

m is selected from 0 and 1;

25 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

30 r, at each occurrence, is selected from 0, 1, 2, 3, or
4.

AMENDMENTS TO THE CLAIMS

2. (CURRENTLY AMENDED) A compound of claim 1,
wherein

5 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

10 R¹ is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁴;

R² is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁵;

15

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
20 carbocyclic residue substituted with 0-5 R^{3e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

25 R^{3a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl
substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted
with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3
R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀
30 carbocyclic residue substituted with 0-5 R^{3e}, and

AMENDMENTS TO THE CLAIMS

a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

5 R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d},
15 -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆
20 alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

25 R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and
30 (CH₂)_rphenyl;

AMENDMENTS TO THE CLAIMS

R^{3f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

5 R , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, $(CHR)_r C(O)NR^{3a}R^{3a}$, and $(CHR)_r C(O)OR^{3d}$, and $(CH_2)_r$ phenyl substituted with R^{3e} ;

10

R^4 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_r NR^{4a}R^{4a}$, $(CR'R')_r OH$, $(CR'R')_r O(CR'R')_r R^{4d}$, $(CR'R')_r SH$, $(CR'R')_r C(O)H$,
 15 $(CR'R')_r S(CR'R')_r R^{4d}$, $(CR'R')_r C(O)OH$, $(CR'R')_r C(O)(CR'R')_r R^{4b}$, $(CR'R')_r C(O)NR^{4a}R^{4a}$, $(CR'R')_r NR^{4f}C(O)(CR'R')_r R^{4b}$, $(CR'R')_r C(O)O(CR'R')_r R^{4d}$, $(CR'R')_r OC(O)(CR'R')_r R^{4b}$, $(CR'R')_r NR^{4f}C(O)O(CR'R')_r R^{4d}$, $(CR'R')_r OC(O)NR^{4a}R^{4a}$,
 20 $(CR'R')_r NR^{6a}C(S)NR^{6a}(CR'R')_r R^{6d}$, $(CR'R')_r NR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_r C(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_r NHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_r S(O)_p(CR'R')_r R^{4b}$, $(CR'R')_r S(O)_2NR^{4a}R^{4a}$, $(CR'R')_r NR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_r NR^{4f}S(O)_2(CR'R')_r R^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , and $(CR'R')_r$ phenyl substituted with 0-3 R^{4e} ;

25

AMENDMENTS TO THE CLAIMS

alternatively, two R⁴ on adjacent atoms on R¹ may join to form a cyclic acetal;

5 R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

15 R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
20 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

25 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6
30 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

AMENDMENTS TO THE CLAIMS

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl,
 C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
 Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
 5 alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and
 (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, C₁₋₅
 alkyl, and C₃₋₆ cycloalkyl, and phenyl;

10 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d},
 -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl,
 15 C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
 Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,
 (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H,
 (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH,
 (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a},
 20 (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b},
 (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b},
 (CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a},
 (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a},
 (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b},
 25 (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a},
 (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈
 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
 substituted with 0-3 R', and (CR'R')_rphenyl
 substituted with 0-3 R^{5e};

AMENDMENTS TO THE CLAIMS

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

5 R^{5a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g} , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted
10 with 0-5 R^{5e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e} ;

15 R^{5b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6
20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e} ;

R^{5d} , at each occurrence, is independently selected from
25 C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system

AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

10 R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

15

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

20 R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

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AMENDMENTS TO THE CLAIMS

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

5

R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

10

15 R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

20

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system

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AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

10 R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d},
(CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a},
15 (CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d},
(CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e};

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
20 alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d},
(CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a},
(CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d},
(CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and
25 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from
30 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e},

AMENDMENTS TO THE CLAIMS

C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

AMENDMENTS TO THE CLAIMS

R^{7f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

- 5 R^8 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} , and
- 10 a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;
- 15 alternatively, R^8 and R^9 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{8g} , a 5-6 ~~membered~~ membered ring lactam substituted with 0-2 R^{8g} , or a 5-6 membered ring lactone substituted with 0-2 R^{8g} ;
- 20 R^{8a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e} , C_{3-8} alkenyl substituted with 0-3 R^{8e} , C_{3-8} alkynyl substituted with 0-3 R^{8e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with
- 25 0-5 R^{8e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

- R^{8b} , at each occurrence, is independently selected from
- 30 C_{1-6} alkyl substituted with 0-3 R^{8e} , C_{2-8} alkenyl

AMENDMENTS TO THE CLAIMS

substituted with 0-3 R^{8e} , C_{2-8} alkynyl substituted
with 0-3 R^{8e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue
substituted with 0-2 R^{8e} , and a $(CH_2)_r$ -5-6
membered heterocyclic system containing 1-4
5 heteroatoms selected from N, O, and S, substituted
with 0-3 R^{8e} ;

R^{8d} , at each occurrence, is independently selected from
H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3
10 R^{8e} , C_{3-6} alkenyl substituted with 0-3 R^{8e} , C_{3-6}
alkynyl substituted with 0-3 R^{8e} , a C_{3-10}
carbocyclic residue substituted with 0-3 R^{8e} , and
a $(CH_2)_r$ -5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
15 S, substituted with 0-3 R^{8e} ;

R^{8e} , at each occurrence, is independently selected from
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,
20 $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$
alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$ phenyl;

R^{8f} , at each occurrence, is independently selected from
H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

25 R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$,
 $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$,
 $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$,
 $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r$ - C_{3-10}
30 carbocyclic residue substituted with 0-5 R^{8e} ;

AMENDMENTS TO THE CLAIMS

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

R^{9a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-8} alkenyl substituted with 0-3 R^{9e} , C_{3-8} alkynyl substituted with 0-3 R^{9e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

R^{9b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e} , C_{2-8} alkenyl substituted with 0-3 R^{9e} , C_{2-8} alkynyl substituted with 0-3 R^{9e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{9e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

AMENDMENTS TO THE CLAIMS

R^{9d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-6} alkenyl substituted with 0-3 R^{9e} , C_{3-6} alkynyl substituted with 0-3 R^{9e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

10 R^{9e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$ phenyl;

15 R^{9f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{10e} , and
20 a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

AMENDMENTS TO THE CLAIMS

alternatively, R^{10} and R^{11} join to form a C_{3-6}

cycloalkyl substituted with 0-2 R^{10g} , a 5-6
membered ring lactam substituted with 0-2 R^{10g} , or
a 5-6 membered ring lactone substituted with 0-2
5 R^{10g} ;

R^{10a} , at each occurrence, is independently selected
from H, methyl, C_{2-6} alkyl substituted with 0-3
 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8}
10 alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$
cycloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue
substituted with 0-5 R^{10e} , and a $(CH_2)_r5-10$
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
15 with 0-3 R^{10e} ;

R^{10b} , at each occurrence, is independently selected
from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8}
alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl
20 substituted with 0-3 R^{10e} , a $(CH_2)_rC_{3-6}$
carbocyclic residue substituted with 0-2 R^{10e} , and
a $(CH_2)_r5-6$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e} ;

25 R^{10d} , at each occurrence, is independently selected
from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with
0-3 R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} ,
 C_{3-6} alkynyl substituted with 0-3 R^{10e} , a C_{3-10}
30 carbocyclic residue substituted with 0-3 R^{10e} , and

AMENDMENTS TO THE CLAIMS

a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e} ;

5 R^{10e} , at each occurrence, is independently selected
from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$,
 $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, $-\text{O}-\text{C}_{1-6}$ alkyl, SH,
 $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$, and
10 $(\text{CH}_2)_r\text{phenyl}$;

R^{10f} , at each occurrence, is independently selected
from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

15 R^{10g} is selected from $(\text{CHR})_q\text{OH}$, $(\text{CHR})_q\text{SH}$, $(\text{CHR})_q\text{OR}^{10d}$,
 $(\text{CHR})_q\text{S}(\text{O})_p\text{R}^{10d}$, $(\text{CHR})_r\text{C}(\text{O})\text{R}^{10b}$, $(\text{CHR})_q\text{NR}^{10a}\text{R}^{10a}$,
 $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{10a}\text{OR}^{10d}$,
 $(\text{CHR})_q\text{SO}_2\text{NR}^{10a}\text{R}^{10a}$, $(\text{CHR})_r\text{C}(\text{O})\text{OR}^{10d}$, and a $(\text{CHR})_r$ -
 C_{3-10} carbocyclic residue substituted with 0-5
20 R^{10e} ;

R^{11} , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(\text{CRR})_r\text{OH}$, $(\text{CRR})_r\text{SH}$, $(\text{CRR})_r\text{OR}^{11d}$,
 $(\text{CRR})_r\text{S}(\text{O})_p\text{R}^{11d}$, $(\text{CRR})_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CRR})_r\text{NR}^{11a}\text{R}^{11a}$,
25 $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a}$, $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{11a}\text{OR}^{11d}$,
 $(\text{CRR})_r\text{SO}_2\text{NR}^{11a}\text{R}^{11a}$, $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{11d}$, a $(\text{CRR})_r$ - C_{3-10}
carbocyclic residue substituted with 0-5 R^{11e} , and
a $(\text{CRR})_r$ -5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
30 S, substituted with 0-3 R^{11e} ;

AMENDMENTS TO THE CLAIMS

R^{11a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈ alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

AMENDMENTS TO THE CLAIMS

R^{11e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d}, (CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d}, (CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

AMENDMENTS TO THE CLAIMS

R^{12b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

10 R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and
15 a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected
20 from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

25 R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are ~~independently selected from H, and C₁₋₄ alkyl substituted with 0-1 R^{14b},~~

AMENDMENTS TO THE CLAIMS

alternatively, R^{14} and R^{14a} can join to form a C_{3-6} cycloalkyl;

~~R^{14b} , at each occurrence, is independently selected from OH, SH, $NR^{14e}R^{14e}$, $C(O)NR^{14e}R^{14e}$, $NHC(O)R^{14e}$ and phenyl;~~

~~R^{14e} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;~~

~~R^{15} is selected from H, C_{1-4} alkyl, and C_{3-6} cycloalkyl;~~

R^{15} is H;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a} , and C_{3-6} cycloalkyl substituted with 0-3 R^{16a} ;

R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $NR^{16c}R^{16c}$, $C(O)NR^{16c}R^{16c}$, and $NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

~~n is selected from 1 and 2;~~

l is selected from 0 and 1;

m is selected from 0 and 1;

AMENDMENTS TO THE CLAIMS

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

5

r, at each occurrence, is selected from 0, 1, 2, 3, or
4.

3. (CANCELED)

10

4. (ORIGINAL) The compound of claim 3, wherein:

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1
R^{16a}, wherein the alkyl is selected from methyl,
15 ethyl, propyl, i-propyl, butyl, i-butyl, and
s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3
R^{16a} wherein the cycloalkyl is selected from
cyclopropyl and cyclobutyl;

20 R^{16a} is selected from methyl, ethyl, propyl, i-propyl,
-OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and
-NHC(O)R^{16c}; and

25 R¹⁷ is selected from H, methyl, ethyl, propyl, and
i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

R⁹ and R¹¹ are H; and

30

AMENDMENTS TO THE CLAIMS

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R⁶ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_qNR^{6a}R^{6a},

AMENDMENTS TO THE CLAIMS

(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)_qSO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₆₋₁₀
carbocyclic residue substituted with 0-5 R^{6e}, and
a (CRR)_r-5-10 membered heterocyclic system
5 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-6 R^{6e} wherein the
heterocyclic system is selected from pyridinyl,
thiophenyl, furanyl, indazolyl, benzothiazolyl,
benzimidazolyl, benzothiophenyl, benzofuranyl,
10 benzoxazolyl, benzisoxazolyl, quinolinyl,
isoquinolinyl, imidazolyl, indolyl, indolinyl,
isoindolyl, isothiadiazolyl, isoxazolyl,
piperidinyl, pyrrazolyl, pyrrolidinyl,
tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-
15 triazolyl, 1,2,6-triazolyl, tetrazolyl,
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and
pyrimidinyl;

R⁷ is H;

R¹² is selected from H, methyl, ethyl, and propyl;

7. (PREVIOUSLY AMENDED) The compound of claim 6,
wherein:

R¹ is selected from phenyl substituted with 0-3 R⁴;

R² is selected from phenyl substituted with 0-3 R⁵.

8. (PREVIOUSLY AMENDED) The compound of claim 7,
wherein:

AMENDMENTS TO THE CLAIMS

X is $\text{CHR}^{16}\text{R}^{17}$;

R^4 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CR}'\text{R}')_{\text{r}}\text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{OH}$, $(\text{CR}'\text{R}')_{\text{r}}\text{OR}^{4\text{d}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{SH}$, $(\text{CR}'\text{R}')_{\text{r}}\text{SR}^{4\text{d}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{OH}$, $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{R}^{4\text{b}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{C}(\text{O})\text{R}^{4\text{b}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{OR}^{4\text{d}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{OC}(\text{O})\text{R}^{4\text{b}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{C}(\text{O})\text{OR}^{4\text{d}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{OC}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{a}}\text{C}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{4\text{b}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{S}(\text{O})_2\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{S}(\text{O})_2\text{R}^{4\text{b}}$, $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{S}(\text{O})_2\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$, C_{1-6} haloalkyl, and $(\text{CR}'\text{R}')_{\text{r}}$ phenyl substituted with 0-3 $\text{R}^{4\text{e}}$;

alternatively, two R^4 on adjacent atoms join to form $-\text{O}-(\text{CH}_2)-\text{O}-$;

$\text{R}^{4\text{a}}$, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(\text{CH}_2)_{\text{r}}-\text{C}_{3-6}$ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

$\text{R}^{4\text{b}}$, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(\text{CH}_2)_{\text{r}}-\text{C}_{3-6}$ carbocyclic residue substituted with 0-3 $\text{R}^{4\text{e}}$, wherein the carbocyclic residue is

AMENDMENTS TO THE CLAIMS

selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e} , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d} , at each occurrence, is selected from H, methyl, CF_3 , ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(\text{CH}_2)_r$ - C_3 -6 carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4f}\text{R}^{4f}$, and $(\text{CH}_2)_r$ phenyl;

R^{4f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

AMENDMENTS TO THE CLAIMS

R⁵, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rOR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rSR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)R^{5b}, (CR'R')_rC(O)OR^{5d}, (CR'R')_rOC(O)R^{5b}, (CR'R')_rNR^{5f}C(O)OR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)O(CR'R')_rR^{5d}, (CR'R')_rS(O)_pR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂R^{5b}, C₁₋₆ haloalkyl, and (CHR')_rphenyl substituted with 0-3 R^{5e};

alternatively, two R⁵ on adjacent atoms join to form -O-(CH₂)-O-;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a

AMENDMENTS TO THE CLAIMS

(CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl; and

AMENDMENTS TO THE CLAIMS

R^{5f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

5 9. (ORIGINAL) The compound of claim 8, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 , CF_2CF_3 , CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $NR^{5a}R^{5a}$,
10 $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl.

15 10. (PREVIOUSLY AMENDED) A compound of claim 9, wherein:

Z is $-C(O)-$;

X is $-CHR^{16}NR^{17}-$;

20

R^1 is selected from phenyl substituted with 0-3 R^4 ;

R^2 is phenyl substituted with 0-2 R^5 ;

25 R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)_rC(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2) -phenyl;

30 R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3 , $C(CH_3)CH_2CH_2OH$, cyclopropyl, 1-

AMENDMENTS TO THE CLAIMS

methylcyclopropyl, cyclobutyl, cyclopentyl,
cyclohexyl, phenyl, and benzyl;

5 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and
morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl and benzyl;

10 R is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl
and benzyl;

15 R⁴ is selected from methyl, ethyl, propyl, i-propyl,
butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F,
Br, CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

20 R⁶ is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷, R⁹, and R¹¹ are H;

25 R⁸ is H;

R¹⁰ is selected from H and methyl;

R¹⁶ is selected from H and methyl;

30

R¹⁷ is selected from H and methyl;

AMENDMENTS TO THE CLAIMS

m is 0 or 1;

l is 0 or 1

5

r is 0 or 1; and

q is 1.

10 11. (WITHDRAWN) The compound of claim 1, wherein

R³ is H; and

R⁶, is selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

15

alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},

(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},

(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},

(CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀

carbocyclic residue substituted with 0-5 R^{6e}, and

20

a (CRR)_r-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and

S, substituted with 0-3 R^{6e}.

12. (WITHDRAWN) The compound of claim 11, wherein

25

R¹⁴ and R^{14a} are H;

R¹⁵ is H;

30

n is 1;

AMENDMENTS TO THE CLAIMS

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1

R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3

5 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and

10 -NHC(O)R^{16c};

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl;

15 R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆

alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀

carbocyclic residue wherein the carbocyclic

20 residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

13. (WITHDRAWN) The compound of claim 12, wherein

25 X is CHR¹⁶R¹⁷;

R⁵ is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃,

CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a},

30 NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

AMENDMENTS TO THE CLAIMS

R¹² is selected from H and methyl;

Z is -C(O)-;

- 5 R¹ is selected from phenyl substituted with 0-3 R⁴, and
a 5-10 membered heteroaryl system substituted with
0-2 R⁴, wherein the heteroaryl is selected from
indolyl, and pyridyl;

- 10 R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH,
(CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)C(O)R^{3b},
(CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

15

alternatively, R³ and R¹² join to form cyclopropyl,
cyclopentyl or cyclohexyl;

20

R^{3a} is selected from H, methyl, ethyl, propyl,
i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,
CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-
methylcyclopropyl, cyclobutyl, cyclopentyl,
cyclohexyl, phenyl, and benzyl;

25

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and
morpholinyl;

30

R^{3d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl and benzyl;

AMENDMENTS TO THE CLAIMS

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

- 5 R⁴ is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br, CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

10

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷, R⁹, and R¹¹ are H;

15

R⁸ is H;

R¹⁰ is selected from H and methyl;

- 20 R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

m is 0 or 1;

25

l is 0 or 1

r is 0 or 1; and

- 30 q is 1.

AMENDMENTS TO THE CLAIMS

14. (PREVIOUSLY AMENDED) The compound of claim 1,
wherein the compound is selected from:

Methyl (2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
5 [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

Methyl (2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
10 [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
15 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoic acid;

(2S)-N-Methyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
20 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

(2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2S)-N-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

5 (2S) -N-Benzyl-3- [[(2,4-dimethylphenyl)methyl] amino] -2-
[[[3-
(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

10 (2S) -N-Isopropyl-3- [[(2,4-dimethylphenyl)methyl] amino] -
2- [[[3-
(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

15 (2S) -N-tert-Butyl-3- [[(2,4-
dimethylphenyl)methyl] amino] -2- [[[3-
(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

20 (2S) -N-Cyclopropyl-3- [[(2,4-
dimethylphenyl)methyl] amino] -2- [[[3-
(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

25 (2S) -N-Cyclobutyl-3- [[(2,4-
dimethylphenyl)methyl] amino] -2- [[[3-
(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

30 (2S) -N-Phenyl-3- [[(2,4-dimethylphenyl)methyl] amino] -2-
[[[3-
(trifluoromethyl)benzoyl] amino] acetyl] amino] -
propanamide;

AMENDMENTS TO THE CLAIMS

(2S)-N,N-Dimethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanamide;

5

(2S)-N-Methyl,N-methoxy-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanamide;

10

Methyl (2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanoate;

15

(2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanamide;

20

(2S)-N-Ethyl-3-[[(4-chlorophenyl)methyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanamide;

Methyl (2S)-3-[[(1S/R)-1-(4-chlorophenyl)ethyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanoate;

25

Methyl (2S)-3-[[(1S/R)-1-(2,4-dimethylphenyl)ethyl]amino]-2-[[[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanoate;

30

AMENDMENTS TO THE CLAIMS

Methyl (2S)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanoate;

Methyl (2S)-3-[(4-bromophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

10 Methyl (2S)-2-[[[2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[(2,4-dimethylphenyl)methyl]amino]-propanoate;

15 Methyl (2S)-2-[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[(2,4-dimethylphenyl)methyl]amino]-propanoate;

20 (2S)-2-[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 N-[2-[(1S)-2-[(2,4-dimethylphenyl)methyl]amino]-1-
(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

30 N-[2-[(1R)-2-[(2,4-dimethylphenyl)methyl]amino]-1-
(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

tert-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

10

N-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15

(2*S*)-*N*-*tert*-Butyl-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20

(2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25

(2*S*)-*N*-*tert*-Butyl-3-[[[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-

AMENDMENTS TO THE CLAIMS

[[(4-bromo, 2-methylphenyl)methyl]amino] -
propanamide;

5 N- [2- [[(1S, 2S) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-
(methyl)butyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

10 N- [2- [[(1S, 2R) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-
(methyl)butyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

15 N- [2- [[(1S, 2S) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-2-
(phenyl)ethyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

20 N- [2- [[(1S, 2R) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-2-
(phenyl)ethyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

25 N- [2- [[(1S, 2S) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-
(phenyl)propyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

30 N- [2- [[(1S, 2R) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-
(phenyl)propyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

5 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

30 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

5

N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

10

N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

15

N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

20

N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-

30

AMENDMENTS TO THE CLAIMS

[[[isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
pyrrolidinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
azetidiny carbonyl)amino]-5-
(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[methylamino) carbonyl]amino]-5-
20 (trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(4-
morpholinylcarbonyl)]amino]-5-
(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1-
piperazinylcarbonyl)]amino]-5-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

- 5 N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;
- 10 N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;
- 15 N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;
- 20 N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;
- 25 N-[2-[[[(1S, 2S)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;
- 30 N-[2-[[[(1S, 2S)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-

AMENDMENTS TO THE CLAIMS

(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

5 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(tert-butyl)amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

10 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

15 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

20 dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25 N-[2-[[[(1S, 2S)-1-[[[(2,4-

dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30 N-[2-[[[(S)-1-[[[(2,4-

dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[[[(1,1-

AMENDMENTS TO THE CLAIMS

dimethylethoxy) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

N-[2-[[*(S)*]-1-[[[(2,4-

5 dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-
(methyl) propyl] amino] -2-oxoethyl] -2-amino-5-
(trifluoromethyl) benzamide;

N-[2-[[*(S)*]-1-[[[(2,4-

10 dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-
(ethyl) butyl] amino] -2-oxoethyl] -2-[[*(1,1*-
dimethylethoxy) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

15 *N*-[2-[[*(S)*]-1-[[[(2,4-

dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-
(ethyl) butyl] amino] -2-oxoethyl] -2-amino-5-
(trifluoromethyl) benzamide;

20 *N*-[2-[[*(S)*]-1-[[[(2,4-

dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-
(propyl) pentyl] amino] -2-oxoethyl] -2-[[*(1,1*-
dimethylethoxy) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

25

N-[2-[[*(S)*]-1-[[[(2,4-

dimethylphenyl)methyl] amino] methyl] -2-hydroxy-2-
(propyl) pentyl] amino] -2-oxoethyl] -2-amino-5-
(trifluoromethyl) benzamide;

30

N-[2-[[*(S)*]-2-[[[(2,4-dimethylphenyl)methyl] amino] -1-
(hydroxycyclopentyl) ethyl] amino] -2-oxoethyl] -2-

AMENDMENTS TO THE CLAIMS

[[(1,1-dimethylethoxy) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

5 *N*-[2-[[(S)-1-[[(S)-2-[[(2,4-
dimethylphenyl) methyl] amino] -1-
(hydroxycyclopentyl) ethyl] amino] -2-oxoethyl] -2-
amino-5-(trifluoromethyl) benzamide;

10 (2*S*)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl) methyl] amino] -2-[[[[3-
(trifluoromethoxy) benzoyl] amino] acetyl] amino] -
propanamide;

15 (2*S*)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl) methyl] amino] -2-[[[[3-
(difluoromethyl) benzoyl] amino] acetyl] amino] -
propanamide;

20 (2*S*)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl) methyl] amino] -2-[[[[3-
(trifluoromethylthio) benzoyl] amino] acetyl] amino] -
propanamide;

25 (2*S*)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl) methyl] amino] -2-[[[[3-
(pentafluoroethyl) benzoyl] amino] acetyl] amino] -
propanamide;

30 (2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-
(trifluoromethoxy) benzoyl] amino] acetyl] amino] -3-
[[(2,4-dimethylphenyl) methyl] amino] -propanamide;

AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-2-[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 (2S) -N-tert-Butyl-2-[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S) -N-tert-Butyl-2-[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

30 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isopropylamino-5-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

5 (2S) -N-tert-Butyl-3- [[(2,4-
dimethylphenyl)methyl]amino] - 2- [[[[2-(tert-
butyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

10 (2S) -N-tert-Butyl-3- [[(2,4-
dimethylphenyl)methyl]amino] - 2- [[[[2-
(methyaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

15 (2S) -N-tert-Butyl-3- [[(2,4-
dimethylphenyl)methyl]amino] - 2- [[[[2-
(isopropoxycarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
20 propanamide;

(2S) -N-tert-Butyl-3- [[(2,4-
dimethylphenyl)methyl]amino] - 2- [[[[2-
(isopropylaminocarbonyl)amino-5-
25 (trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S) -N-tert-Butyl-2- [[[[2-(cyclohexylcarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-
30 [[(2,4-dimethylphenyl)methyl]amino] -propanamide;

AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-2-[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[2-(para-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-2-[[[2-[(beta-naphthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-2-[[[2-(meta-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-2-[[[2-(para-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[2-(ortho-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-(para-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

30 (2S)-N-tert-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

5

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2-methyl-4-bromophenyl)methyl]amino]-propanamide;

10

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[4-bromophenyl)methyl]amino]-propanamide;

15

(2S)-N-tert-Butyl-3-[[[4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2S)-N-tert-Butyl-3-[[[4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2S)-N-tert-Butyl-3-[[[4-bromo-2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2S)-N-tert-Butyl-3-[[[4-methoxyphenyl)methyl]amino]-2-[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

5 (2S) -N-tert-Butyl-3- [[(4-methoxy-2-
methylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

10 (2S) -N-tert-Butyl-3- [[(2,3-dimethyl-4-methoxy-
phenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

15 (2S) -N-tert-Butyl-3- [[(4-cyano-2-
methylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

20 (2S) -N-tert-Butyl-3- [[(4-ethylphenyl)methyl]amino] -2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

25 (2S) -N-tert-Butyl-3- [[(2-methyl-4-
vinylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

30 (2S) -N-tert-Butyl-3- [[(4-ethyl-2-
methylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-3-[[[4-isopropylphenyl)methyl]amino]-
2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-N-tert-Butyl-3-[[[4-butylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanamide;

(2S)-N-tert-Butyl-3-[[[4-
dimethylaminophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
15 propanamide;

(2S)-N-tert-Butyl-3-[[[4-dimethylamino-2-
methylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
20 propanamide;

(2S)-N-tert-Butyl-3-[[[4-
methylthiophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

(2S)-N-tert-Butyl-3-[[[4-
methylsulfonylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
30 propanamide;

AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-3-[[[4-trifluoromethoxyphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2S) -N-tert-Butyl-3-[[[3-amino-4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2S) -N-tert-Butyl-3-[[[2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2S) -N-tert-Butyl-3-[[[2-ethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2R) -N-Ethyl-3-[[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2R) -N-tert-Butyl-3-[[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2R) -N-[(2-methyl)hydroxyprop-2-yl]-3-[[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

5 (2S) -N-tert-Amyl-3- [[(2,4-dimethylphenyl)methyl]amino] -
2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

10 (2S) -N- [(2-methyl)hydroxyprop-2-yl] -3- [[(2,4-
dimethylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

15 (2S) -N- [(1-methyl)cycloprop-1-yl] -3- [[(2,4-
dimethylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

20 (2S) -N-Cyclopentyl-3- [[(2,4-
dimethylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

25 (2S) -N-Cyclohexyl-3- [[(2,4-
dimethylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

30 (2S) -N-(β,β,β -Trifluoro)ethyl-3- [[(2,4-
dimethylphenyl)methyl]amino] -2- [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

AMENDMENTS TO THE CLAIMS

(2S)-N-Allyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-N-Cyclopropylmethyl-3-[[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanamide;

N-[2-[[[(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

15 N-[2-[[[(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

20 N-[2-[[[(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-
(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

(2S)-N-Isobutyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-
25 2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-sec-Butyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-
30 2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2S,3R)-N-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2S,3R)-N-Ethyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

Methyl (2R)-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2R)-N-Ethyl-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2S)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

AMENDMENTS TO THE CLAIMS

(2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

5 (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

10 (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]methyamino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

15 (2S)-N-tert-Butyl-2-[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

20 (2S)-N-tert-Butyl-2-[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[[(2,4-dimethylphenyl)methyl]methyamino]-butanamide;

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(2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

30 (2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-

AMENDMENTS TO THE CLAIMS

[[(2,4-dimethylphenyl)methyl]methylamino] -
butanamide;

5 (2S) -N-tert-Butyl-2-[[[(3-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -4-
[[(2,4-dimethylphenyl)methyl]amino] -butanamide;

10 (2S) -N-tert-Butyl-2-[[[(3-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -4-
[[(4-ethylphenyl)methyl]amino] -butanamide;

15 (2S) -N-tert-Butyl-4-[[(2,4-
dimethylphenyl)methyl]amino] - 2-[[[(3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
butanamide;

20 (2S) -N-tert-Butyl-4-[[(4-ethylphenyl)methyl]amino] -2-
[[[(3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
butanamide;

25 (2S) -N-Ethyl-5-[[(2,4-dimethylphenyl)methyl]amino] -2-
[[[(3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
pentanamide;

30 N- [2-[[(1S, 2S/R) -1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl] -2-
hydroxy-3- (methyl)butyl]amino] -2-oxoethyl] -3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

N-[2-[[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[1-[[[(4-chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

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N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 *N*-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide; and

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(2*S*)-*N*-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-2-methyl-propanamide.

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AMENDMENTS TO THE CLAIMS

15. (ORIGINAL) A pharmaceutical composition,
comprising a pharmaceutically acceptable carrier and a
therapeutically effective amount of a compound of claim
1.

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16. (ORIGINAL) A method for modulation of
chemokine or chemokine receptor activity comprising
administering to a patient in need thereof a
therapeutically effective amount of a compound of claim
1.

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17. (ORIGINAL) A method for modulation of MCP-1,
MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is
mediated by the CCR2 receptor comprising administering
to a patient in need thereof a therapeutically
effective amount of a compound of claim 1.

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18. (ORIGINAL) A method for modulation of MCP-1
activity comprising administering to a patient in need
thereof a therapeutically effective amount of a
compound of claim 1.

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19. (PREVIOUSLY AMENDED) A method for treating
disorders, comprising administering to a patient in
need thereof a therapeutically effective amount of a
compound of claims 1, said disorders being selected
from osteoarthritis, aneurism, fever, cardiovascular
effects, Crohn's disease, congestive heart failure,
autoimmune diseases, HIV-infection, HIV-associated
dementia, psoriasis, idiopathic pulmonary fibrosis,
transplant arteriosclerosis, physically- or chemically-
induced brain trauma, inflammatory bowel disease,

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AMENDMENTS TO THE CLAIMS

alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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20. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically- induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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21. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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22. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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23. (PREVIOUSLY AMENDED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

AMENDMENTS TO THE CLAIMS

24. (PREVIOUSLY AMENDED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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25. (PREVIOUSLY AMENDED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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26. (PREVIOUSLY AMENDED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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27. (PREVIOUSLY AMENDED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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28. (ORIGINAL) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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29. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10, said disorders being selected from asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

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AMENDMENTS TO THE CLAIMS

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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34. (PREVIOUSLY PRESENTED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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35. (PREVIOUSLY PRESENTED) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.